

Ayers William B
Form 4
March 06, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ayers William B

2. Issuer Name and Ticker or Trading Symbol
BERRY PETROLEUM CO [BRY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O BERRY PETROLEUM COMPANY, 1999 BROADWAY, SUITE 3700

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2013

____ Director
____ Officer (give title below) _____ 10% Owner
____ Other (specify below)
VP of Human Resources

(Street)
DENVER, CO 80202

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	03/04/2013		M	1,956	A	\$ 46.05	15,644 D
Class A Common Stock	03/04/2013		M	<u>3,093</u> ⁽¹⁾	A	\$ 46.05	18,737 D
Class A Common Stock	03/04/2013		M	<u>1,773</u> ⁽¹⁾	A	\$ 46.05	20,510 D
Class A Common Stock	03/05/2013		S	300	D	\$ 46.39	20,210 D

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Common Stock							
Class A Common Stock	03/05/2013	S	100	D	\$ 46.391	20,110	D
Class A Common Stock	03/05/2013	S	104	D	\$ 46.411	20,006	D
Class A Common Stock	03/05/2013	S	300	D	\$ 46.412	19,706	D
Class A Common Stock	03/05/2013	S	100	D	\$ 46.42	19,606	D
Class A Common Stock	03/05/2013	S	700	D	\$ 46.432	18,906	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Statutory Stock Option 5-18-06	\$ 31.615					05/18/2007 05/17/2016	Class A Common Stock 10,000
Nonstatutory Stock Option 12-15-06	\$ 32.565					12/15/2007 12/14/2016	Class A Common Stock 5,000
NSO 2007	\$ 43.61					12/14/2008 12/13/2017	Class A Common 6,800

							Stock		
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$ 48.5					03/02/2014	03/02/2021	Class A Common Stock	2,3
Perf Based RSUs 3-16-10	\$ 46.05	03/04/2013		M	1,956 (2)	12/31/2012	12/31/2012	Class A Common Stock	3,0
Perf Based RSUs 3-16-10	\$ 0	03/04/2013		M	1,048 (3)	12/31/2012	12/31/2012	Class A Common Stock	3,0
March 2011 Employee RSU Grant	\$ 0	03/04/2013		M	3,093 (1)	03/02/2012	03/02/2021	Class A Common Stock	3,0
2009 Restricted Stock Units	\$ 0	03/04/2013		M	1,773 (1)	12/11/2010	12/11/2019	Class A Common Stock	7,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ayers William B C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202			VP of Human Resources	

Signatures

Kenneth A. Olson under POA for W. B.
Ayers

03/06/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Vested shares issued pursuant to Rule 16b-3 plan.
- (2) Performance Shares issued pursuant to terms of Award Agreement under Rule 16b-3 Plan.
- (3) Performance Shares cancelled in excess of shares issued under terms of Performance Share Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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